

RECORDATION NO. 8188- HH

SEP 15 1976 - W 50 AM

INTERSTATE COMMERCE COMMISSION

UNITED STATES
RAILWAY LEASING COMPANY

2200 EAST DEVON AVENUE, DES PLAINES, ILLINOIS 60018 (312) 237-2200

RECORDATION NO. 8188- FF

RECORDATION NO. 8188- DD

SEP 15 1976 - W 50 AM

SEP 15 1976 - W 50 AM

RECORDATION NO. 8188- JJ

September 14, 1976

SEP 15 1976 - W 50 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8188- KK

SEP 15 1976 - W 50 AM

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Washington, D.C.

Re: Third Amendment to Chattel Mortgage
dated as of August 1, 1976

RECORDATION NO. 8188- EE

SEP 15 1976 - W 50 AM

Gentlemen:

Delivered to you herewith for filing pursuant to Section 20c of the Interstate Commerce Act and the rules and regulations promulgated thereunder are seven (7) fully executed counterparts of the above-referenced Third Amendment, eight (8) fully executed counterparts each of two (2) separate Assignments of Lease dated as of August 1, 1976 and eight (8) fully executed counterparts each of four (4) separate Releases of Assignment of Lease dated as of August 1, 1976, all as more fully described herein.

The parties to the Third Amendment are:

Mortgagor:	United States Railway Leasing Company 2200 East Devon Avenue Des Plaines, Illinois 60018
Mortgagee:	Continental Illinois National Bank and Trust Company of Chicago, as Agent 231 South LaSalle Street Chicago, Illinois 60693

The railcars being removed from the lien of the Chattel Mortgage hereinafter referred to by the Third Amendment are described in Schedule A hereto, and the railcars being added to the lien of said Chattel Mortgage by the Third Amendment are described in Schedule B hereto.

The parties to the Assignments are:

Assignor:	United States Railway Leasing Company 2200 East Devon Avenue Des Plaines, Illinois 60018
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Office of the Secretary
Interstate Commerce Commission
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September 14, 1976

Assignee: Continental Illinois National Bank and
Trust Company of Chicago, As Agent
231 South LaSalle Street
Chicago, Illinois 60693

The leases being assigned pursuant to the Assignments
are described in Schedule B hereto.

The parties to the Releases are:

Releasor: Continental Illinois National Bank and
Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60693

Releasee: United States Railway Leasing Company
2200 East Devon Avenue
Des Plaines, Illinois 60018

The leases being released pursuant to the Releases
are described in Schedule A hereto.

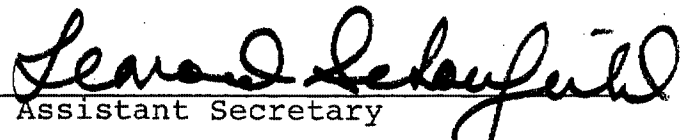
The Third Amendment, Assignments, and Releases all
relate to that certain Chattel Mortgage (Railroad Equipment
Security Agreement) dated as of January 19, 1976, as amended,
between United States Railway Leasing Company and Continental
Illinois National Bank and Trust Company of Chicago, as Agent,
which was recorded with the Interstate Commerce Commission on
January 22, 1976, at 1:10 p.m., as Recordation No. 8188, and
should be filed as subfilings under that recordation number.

Enclosed is Rosenthal and Schanfield Check No. 20367,
in the amount of \$70.00 in payment of all applicable filing
and recording fees.

Since these documents are being delivered to you by
hand, we would appreciate it if duly stamped and recorded
copies of those documents not required to be kept by you are
returned to the bearer hereof. If this is not possible, please
return such copies to: I. Walter Deitch, 105 West Adams Street,
Chicago, Illinois 60603.

Very truly yours,

UNITED STATES RAILWAY LEASING COMPANY

By: 
Assistant Secretary

SCHEDULE A

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>DATE OF LEASE</u>	<u>TERM YRS.</u>	<u>CAR NUMBER (BOTH INCLUSIVE)</u>
Box, 52'5"70 ton RBL	61	Miller Brewing Company	3-21-75, as amended	1	ARMH 787020-787080
Sideslider, 52'5"70 ton	55	Louisville, New Albany and Crystal Railroad Company	1-23-76, as amended	15	LNAC 6000-6034 LNAC 6045-6064
Boxcar, 50'6"70 ton, Single Sheathed	200	The Pickens Railroad Co.	10-7-75, as amended	15	PICK 1777-1976
Open Top Hopper Cars	100	Detroit, Toledo & Ironton Railroad Company	4-5-76	10	DTI 3000-3099

SCHEDULE B

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>DATE OF LEASE</u>	<u>TERM YRS.</u>	<u>CAR NUMBER</u>
Boxcar, 50'6"70 ton Single Sheathed	100	Louisville, New Albany and Corydon Railroad Company	6-15-76	15	LNAC 3011-3110
Boxcar, 50'6"70 ton Single Sheathed	50	Toledo, Peoria & Vleeston Railroad Co.	5-13-76	15	TPW 70001-70050

Interstate Commerce Commission
Washington, D.C. 20423

9/15/76

OFFICE OF THE SECRETARY

I. Walter Deitch
105 West Adams Street
Chicago, Illinois 60603

Dear

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on 9/15/76 at 10:50am

and assigned recordation number(s)

8188-CC

8188-GG

8188-DD

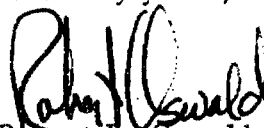
8188-HH

8188-EE

8188-II

8188-FF

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

RELEASE OF ASSIGNMENT OF LEASE

RECORDATION NO. 8188-A

SEP 15 1976 10 50 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, UNITED STATES RAILWAY LEASING COMPANY (hereinafter called the "Company") has heretofore executed and delivered to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter called the "Mortgagee") as Agent under that certain Chattel Mortgage (Railroad Equipment Security Agreement) dated as of January 19, 1976, as amended, ("Chattel Mortgage"), that certain Assignment of Lease (hereinafter called the "Assignment") dated as of January 19, 1976 wherein and whereby, among other things, the Company assigned to the Mortgagee, all of the Company's right, title and interest, as lessor, under that certain Lease Agreement dated March 21, 1975, as amended (hereinafter called the "Lease") between the Company, as lessor and Miller Brewing Company as lessee, covering 61 units of railroad equipment bearing car reporting marks ARMH 787020-787080 (hereinafter called the "Cars"); which Lease has heretofore been filed with the Interstate Commerce Commission as Recordation No. 7912, 7912-A, ; and 7912-B

WHEREAS, the Assignment was filed and recorded with the Interstate Commerce Commission as Recordation No. 8188-A ; and


WHEREAS, the Company has heretofor (i) made or will contemporaneously with the delivery hereof make a prepayment on the notes issued under the Revolving Credit Agreement hereinafter described and secured by the Chattel Mortgage and the Assignment and (ii) granted or contemporaneously with the delivery hereof will grant, a security interest in certain railcars and assigned or will assign certain leases thereof, all in such amount and manner that the Company is entitled to the release of the Assignment; and

WHEREAS, the Company desires to obtain the release of the Assignment from the Mortgagee as provided in Section 4.2 of that certain Revolving Credit ("Revolving Credit Agreement") dated as of January 19, 1976 among the Company, Mortgagee and certain other banks pursuant to which the Chattel Mortgage and the Assignment were granted.

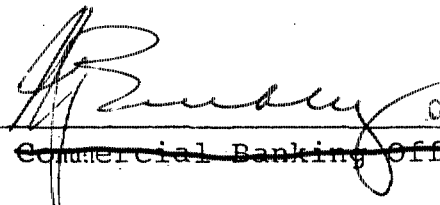
NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, and pursuant to Section 4.2 of the Revolving Credit Agreement, the Mortgagee hereby releases and relinquishes to the Company all of its right, title and interest in the Cars and the Lease and the Assignment shall be of no further force and effect.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent aforesaid, has caused this instrument to be executed by its proper officers thereunto duly authorized and its corporate seal to be hereunto on and as of the 1st day of August, 1976.

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent under the Chattel Mortgage

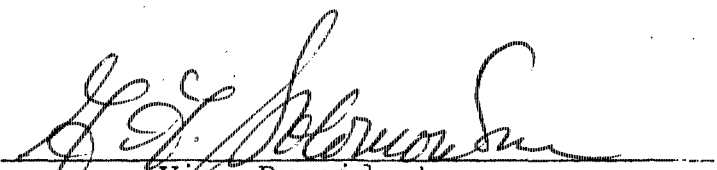
By: 
Vice President

ATTEST:

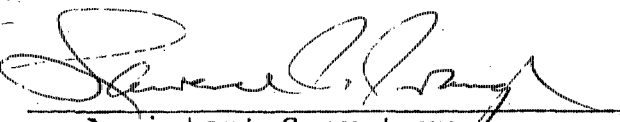
 OPERATIONS OFFICER
~~Commercial Banking Officer~~

ACCEPTED:

UNITED STATES RAILWAY LEASING COMPANY

By: 
Vice President

ATTEST:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 14th day of September, 1976, before me personally
appeared G. L. Solomonson and
Laurence P. Prange to me personally
known, who being by me duly sworn, say that they are, respectively,
the Vice President and Assistant Secretary of UNITED STATES RAILWAY
LEASING COMPANY, an Illinois corporation, that the seal affixed to
the foregoing instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and they
acknowledge that the execution of the foregoing instrument was the
free act and deed of said corporation.

Paula Jeller

My Commission expires My Commission Expires April 16, 1979.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 14th day of September, 1976, before me personally
appeared MAURICE G. FRIEDMAN and
W. J. BUCKLEY to me personally
known, who being by me duly sworn, say that they are, respectively,
the Vice President and ~~Commercial Banking~~ ^{OPERATIONS} Officer of CONTINENTAL
ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national
banking association, that the seal affixed to the foregoing
instrument is the corporate seal of said association, that said
instrument was signed and sealed on behalf of said association by
authority of its Board of Directors, and they acknowledged that the
execution of the foregoing instrument was the free act and deed of
said association.

R. M. Givens

My Commission expires MY COMMISSION EXPIRES APRIL 15, 1978.